Thank you! Your form and the following attachments CY PP $0.075 June 2016 F45 Sch1.xlsx, , You must attach Commissions and Finders Fees file before submitting the form have been submitted! Please print and save a copy of this receipt, the Form and attachments for your records.

Submission ID number is EDR1467937224-345, submitted date and time: 2016-07-07 20:20:33.09

Issuer Information

Item 1: State the full name of the issuer of the security distributed and the address and telephone number of its head office. Include the former name of the issuer if its name has changed since last report. If an underwriter is completing this form, also state the full name of the underwriter and the address and telephone number of the head office of the underwriter.

Who is completing the form? * ☑ Issuer ☐ Underwriter

Issuer Full Name *	Former "Issuer Full Name" if changed since last report
Clear Mountain Resources Corp.	

Head Office Address Information

Street Address *	Phone Number *
409 Granville Street, Suite 1000	604-602-0001

City *	Province/Territory/Other *	Postal/Zip Code *	Country *
Vancouver	British Columbia	V6C 1T2	Canada

Underwriter Name

Underwriter Head Office Address Information

Street Address	Phone Number

City	Province/Territory/Other	Postal/Zip Code	Country

Item 2: State whether the issuer is or is not a reporting issuer and, if reporting, each of the jurisdictions in which it is reporting.

Reporting Issuer? *

☑ Yes ☐ No

Reporting Jurisdictions * Select All ☐

☑ Alberta	☐ New Brunswick	☐ Nova Scotia	☐ Prince Edward Island	☐ Yukon
☑ British Columbia	☐ Newfoundland and Labrador	☐ Nunavut	☐ Quebec	
☐ Manitoba	☐ Northwest Territories	☑ Ontario	☐ Saskatchewan	

Item 3: Indicate the industry of the issuer by checking the appropriate box next to one of the industries listed. *

☐ Bio-tech	☐ Industrial	☐ Other (describe)
☐ Financial Services - investment companies and funds	☑ Mining - exploration/development	
☐ Financial Services - mortgage investment companies	☐ Mining - production	
☐ Financial Services - securitized products issuers	☐ Oil and Gas	
☐ Forestry	☐ Real estate	
☐ Hi-tech	☐ Utilities	

Details of distribution

Item 4: Complete Schedule I to this report. Schedule I is designed to assist in completing the remainder of this report. *

Attach the completed Excel file here *CY PP $0.075 June 2016 F45 Sch1.xlsx 39 KB*

To attach Schedule I, you must save a copy of it on your computer before uploading. Date Format: MM/DD/YYYY

Item 5: State the distribution date. If the report is being filed for securities distributed on more than one distribution date, state all distribution dates.

* First Distribution Date: 06/27/2016

Other Distribution Date(s):

Add

Del

Item 6: For each security distributed:

a) describe the type of security * ☐ Debt Securities ☑ Equity and Other Securities ☐ Derivatives

Units

b) state the total number of securities distributed. If the security is convertible or exchangeable, describe the type of underlying security, the terms of exercise or conversion and any expiry date

Total number of securities distributed *			Expiry Date	Exercise Price
9,405,000	☐ Convertible	☐ Exchangeable		

Other Terms: Each unit consists of one common share and one transferable share purchase warrant, each warrant exercisable into an additional common share at a price of $0.20 per share until June 27, 2019.

Underlying security ☐ Debt Securities ☐ Equity and Other Securities ☐ Derivatives

c) State the exemption(s) relied on. *

- ☑ 45-106-2.3 or s.73.3(2) of the Securities Act (Ontario) [Accredited investor]
- ☑ 45-106-2.5 [Family, friends and business associates]
- ☐ 45-106-2.9 [Offering memorandum]
- ☐ 45-106-2.10 [Minimum amount]
- ☐ 45-106-2.12 [Asset acquisition]
- ☐ 45-106-2.13 [Petroleum, natural gas and mining properties]
- ☐ 45-106-2.14 [Securities for debt]
- ☐ 45-106-2.30 [Isolated distribution by issuer]
- ☐ 45-106-5.2 [TSX Venture Exchange offering - except in Ontario]
- ☐ 45-108 [Crowdfunding]
- ☐ 45-501-2.9 [Distributions to existing security holders] or equivalent CSA exemption^

^ Select "45-501 - 2.9 [Distributions to existing security holders]" if you have relied on (a) section 2.9 of OSC Rule 45-501 - Ontario Prospectus and Registration Exemptions, (b) a prospectus exemption that was published in conjunction with Multilateral CSA Notice 45-313 Prospectus Exemption for Distributions to Existing Security Holders, or (c) Government of Newfoundland and Labrador Financial Services Regulations Division Blanket Order 88 Exemption from the Prospectus Requirement for Certain Trades to Existing Security Holders.

If the crowdfunding exemption in MI 45-108 is relied on, you are requested to attach an electronic version of the crowdfunding offering document 45-108F1 and any additional distribution materials (see s. 15(2) of MI 45-108).

If an offering memorandum that is required to be filed or delivered to the OSC is provided to a prospective purchaser either under the offering memorandum exemption in s. 2.9 of NI 45-106 (Forms 45-106F2 or 45-106F3) or voluntarily under another prospectus exemption, you are requested to attach an electronic version of the offering memorandum (see ss. 2.9(17) of NI 45-106 Prospectus Exemptions regarding the offering memorandum exemption or section 5.4 of OSC Rule 45-501 Ontario Prospectus and Registration Exemptions regarding voluntarily provided offering memoranda).

In addition, we request that you attach any marketing materials incorporated by reference into an offering memorandum filed in accordance with ss. 2.9(17) of NI 45-106.

☐ Check this box if the current version of the offering memorandum relating to this distribution has previously been filed with the OSC and provide the date it was filed.

Date

Details of distribution

Item 7: Complete the following table for each Canadian and foreign jurisdiction where purchasers of the securities reside. Do not include in this table, securities issued as payment for commissions or finder's fees disclosed under item 8, below.

Each jurisdiction where purchasers reside*	Number of purchasers *	Price per security[1] * (Canadian $) Low	Price per security[1] * (Canadian $) High	Total dollar value raised from * purchasers in the jurisdiction (Canadian $)
British Columbia	26	$ 0.075	$ 0.075	634,500
Country				
Alberta	2	$ 0.075	$ 0.075	16,500
Country				
Ontario	2	$ 0.075	$ 0.075	18,375
Country				
Other	1	$ 0.075	$ 0.075	10,500
Thailand				
Other	1	$ 0.075	$ 0.075	9,000
Panama				
Other	2	$ 0.075	$ 0.075	16,500
Germany				

Total number of purchasers	**34**
Total dollar value of distribution in all jurisdictions (Canadian $)	**705,375**

Note 1: If securities are issued at different prices list the highest and lowest price the securities were sold for. If securities are issued at the same price, list that price under both "Low" and "High".

Commissions and finder's fees

Item 8: Complete the following table by providing information for each person who has received or will receive compensation in connection with the distribution (s). Compensation includes commissions, discounts or other fees or payments of a similar nature. Do not include payments for services incidental to the distribution, such as clerical, printing, legal or accounting services.

Alternatively, you may provide the same information by completing and uploading the commissions and finder's fee template found at the beginning of the Form.

Not applicable ☐ Attach Excel File ☐

If the securities being issued as compensation are or include convertible securities, such as warrants or options, please add a footnote describing the terms of the convertible securities, including the term and exercise price. Do not include the exercise price of any convertible security in the total dollar value of the compensation unless the securities have been converted.

Add footnote ☑

☐ Individual ☑ Firm *

First Name	Last Name	Firm Name *
		Canaccord Genuity Corp.

Street Address *	City *	Province/Territory/Other *
2200 - 609 Granville Street	Vancouver	British Columbia

Postal/Zip Code *	Country *
V7Y 1H1	Canada

☐ Cash ☑ Securities * Cash (Canadian $)

Number of securities issued*	Type of securities issued*	Price per security *	Exemption relied on *	Date of distribution *
83,100	Units	0.075	the Securities Act (Ont.	06/27/2016

Total dollar value of compensation (Canadian $). Total dollar value should include the value of any securities and cash added together. * 6,232.5

☐ Individual ☑ Firm *

First Name	Last Name	Firm Name *
		PI Financial Corp.

Street Address *	City *	Province/Territory/Other *
1900 - 666 Burrard Street	Vancouver	British Columbia

Postal/Zip Code *	Country *
V6C 3N1	Canada

☐ Cash ☑ Securities * Cash (Canadian $)

Number of securities issued*	Type of securities issued*	Price per security *	Exemption relied on *	Date of distribution *
50,700	Units	0.075	the Securities Act (Ont.	06/27/2016

Total dollar value of compensation (Canadian $). Total dollar value should include the value of any securities and cash added together. * 3,802.5

Footnote

☑ Convertible ☐ Exchangeable

Expiry date: 06/27/2019

Exercise Price: 0.2

Other terms

Each unit consists of one common share and one non transferable share purchase warrant, each warrant exercisable into one additional common share at a price of $0.20 per share until June 27, 2019.

Additional information

You may include in the box below any explanation(s) about the information included in the Form if that will make the information easier to understand. For example, an explanation of currency conversion rates could be included here, if applicable. It is not mandatory to complete this box:

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

Item 9: If a distribution is made to one or more individuals in Ontario, include the attached "Authorization of Indirect Collection of Personal Information for Distribution in Ontario". The "Authorization of Indirect Collection of Personal Information for Distributions in Ontario" is only required to be filed with the Ontario Securities Commission.

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authorities or, where applicable, the regulators under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or, where applicable, the regulator in the jurisdiction(s) where the form is filed, at the address(es) listed at the end of this report.

Authorization of Indirect Collection of Personal Information for Distributions in Ontario

The attached Schedule I contains personal information of purchasers and details of the distribution(s). The issuer/underwriter hereby confirms that each purchaser listed in Schedule I of this report who is resident in Ontario

(a) has been notified by the issuer/underwriter

(i) of the delivery to the Ontario Securities Commission of the information pertaining to the person as set out in Schedule I,

(ii) that this information is being collected indirectly by the Ontario Securities Commission under the authority granted to it in securities legislation,

(iii) that this information is being collected for the purposes of the administration and enforcement of the securities legislation of Ontario, and

(iv) of the title, business address and business telephone number of the public official in Ontario, as set out in this report, who can answer questions about the Ontario Securities Commission's indirect collection of the information, and

(b) has authorized the indirect collection of the information by the Ontario Securities Commission.

☑ The issuer/underwriter confirms the above

Certificate

On behalf of the issuer, I certify that the statements made in this report are true.

Date: * July 7, 2016

Clear Mountain Resources Corp.

Name of the issuer (please print)*

Geoff Balderson	CEO	604-602-0001
(name) *	(title) *	(phone number) *

Geoff Balderson

Signature *

☑ I have been authorized to submit this form on behalf of the person signing the form

Print name and title the person submitting the form

Carrie Cesarone	CFO
(name) *	(title) *

Item 10: State the name, title and telephone number of the person who may be contacted with respect to any questions regarding the contents of this report, if different than the person signing the certificate.

Same as above

☐

Name *	Title *	Phone Number *
Carrie Cesarone	CFO	604-836-5362

If available, you are requested to provide the Company Name and E-mail address of the person named above.

Company Name	E-mail
Clear Mountain Resources Corp.	carrie@cesarone.ca

IT IS AN OFFENCE TO MAKE A MISREPRESENTATION IN THIS REPORT.

Certificate